



## गेल (इंडिया) लिमिटेड

(भारत सरकार का उपक्रम – महारत्न कंपनी)

### GAIL (India) Limited

(A Government of India Undertaking - A Maharatna Company)

एनडी/गेल/सेक्ट/2017

गेल भवन,  
16 भीकाएजी कामा प्लेस  
नई दिल्ली-110066, इंडिया  
GAIL BHAWAN,  
16 BHIKAJIJI CAMA PLACE  
NEW DELHI-110066, INDIA  
फोन/PHONE: +91 11 26182955  
फैक्स/FAX: +91 11 26185941  
ई-मेल/E-mail: info@gail.co.in

मार्च 06, 2017

लिस्टिंग विभाग  
नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड  
एक्सचेंज प्लाजा, 5वीं मंजिल,  
प्लॉट सं. सी/1, जी ब्लॉक,  
बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व)  
मुंबई-400 051

लिस्टिंग विभाग,  
बॉम्बे स्टॉक एक्सचेंज लिमिटेड  
फ्लोर 1, फिरोज जीजीभोय टॉवर्स,  
दलाल स्ट्रीट,  
मुंबई-400001

**विषय: सेबी एलओडीआर विनियम, 2015 का विनियम 44 – वोटिंग परिणाम – बोनस शेयर जारी किए जाने के लिए पोस्टल बैलेट द्वारा प्रस्ताव पास किया जाना**

प्रिय महोदय,

यह उपर्युक्त विषय पर हमारे समसंख्यक पत्र दिनांक 21.02.2017 के अनुक्रम में है।

कंपनी ने बोनस शेयर जारी करने हेतु पोस्टल बैलेट आयोजित करने के लिए श्री सचिन अग्रवाल, पेशेवर कंपनी सचिव, नई दिल्ली को जांचकर्ता के तौर पर नियुक्त किया था, जिन्होंने रिमोट ई-वोटिंग एवं पोस्टल बैलेट फॉर्म द्वारा वोटिंग के अपने समेकित परिणाम कंपनी को दे दिए हैं।

वोटिंग का तरीका रिमोट ई-वोटिंग तथा पोस्टल बैलेट फॉर्म द्वारा रखा गया था। शेयरधारकों को रिमोट ई-वोटिंग की सुविधा शुक्रवार, 3 फरवरी, 2017 को प्रातः 09:00 बजे (आईएसटी) से शुरू होकर एवं शनिवार, 4 मार्च, 2017 को सांय 05:00 बजे (आईएसटी) तक उपलब्ध रही। जांचकर्ता द्वारा पोस्टल बैलेट फॉर्म प्राप्त करने की अंतिम तारीख शनिवार, 4 मार्च, 2017 थी।

पोस्टल बैलेट के परिणाम दिनांक 06.03.2017 को घोषित किए गए। रिमोट ई-वोटिंग एवं पोस्टल बैलेट फॉर्म द्वारा वोटिंग के परिणामों की समेकित रिपोर्ट के आधार पर, पोस्टल बैलेट नोटिस में व्यवसाय के सभी सूचीबद्ध मद अपेक्षित बहुमत के साथ शेयरधारकों द्वारा अनुमोदित किए गए। पोस्टल बैलेट परिणाम निर्धारित प्रारूप में अनुलग्नक-ए पर संलग्न हैं तथा समेकित वोटिंग परिणाम पर जांचकर्ता की रिपोर्ट अनुलग्नक-बी पर संलग्न है।

यह सेबी विनियम, 2015 (सूचीकरण बाध्यता एवं विगोपन अपेक्षाओं) के अनुपालन में है।

सधन्यवाद,

भवदीय,  
हस्ता,  
(ए के झा)  
कंपनी सचिव

संलग्नक – उपरोक्तानुसार

प्रति :

1. ड्यूश बैंक एजी, फाइलिएल मुम्बई  
टीएसएस एण्ड ग्लोबल इन्विटी सर्विसेस  
द कैपिटल, 14वीं मंजिल,  
सी-70, जी ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स,  
मुंबई-400051  
के/ए- श्री एलेन लॉप्स
2. लंदन स्टॉक एक्स्चेंज  
रेग्युलेटरी न्यूज सर्विसेज डिपार्टमेंट (आरएनएस)  
10, पैटरनोस्टर स्क्वायर,  
लंदन EC4M7LS
3. सेंट्रल डिपोजिटरी सर्विसेस (इंडिया) लिमिटेड  
17वीं मंजिल, फिरोज जीजीभोय टॉवर्स  
दलाल स्ट्रीट,  
मुम्बई-400001
4. नेशनल सिक्योरिटीज़ डिपोजिटरी लिमिटेड  
ट्रेड वर्ल्ड, ए विंग, चौथा एवं पांचवा तल  
कमला मिल्स कम्पाउंड  
सेनापति बापत मार्ग,  
लोअर पारेल, मुम्बई-400013
5. एमसीएस एसटीए लिमिटेड, आर एंड टीए  
नई दिल्ली  
के/ए- श्री एस बिस्वास

Agenda-wise disclosure  
Resolution No. 1

Resolution Required : Ordinary		Issuance of Bonus Shares								
Category	Mode of Voting	No. of shares held	Whether promoter / promoter group are interested in the agenda / resolution ?		No. of votes polled	No. of Votes - in favour	No. of Votes - against	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
			1	2						
Promoter and Promoter Group	Postal Ballot (E-Voting)			0		4	5		0.0000	0.0000
	Postal Ballot (Physical)	6943,08,539			6943,08,539	6943,08,539	0	100.00	100.0000	0.0000
	Total	6943,08,539			6943,08,539	6943,08,539	0	100.00	100.0000	0.0000
Public – Institutional holders	Postal Ballot (E-Voting)					0	-	76.66	100.0000	0.0000
	Postal Ballot (Physical)	4274,02,228			3276,67,798	3276,67,798		0.00	0.0000	0.0000
	Total	4274,02,228			3276,67,798	3276,67,798		76.66	100.0000	0.0000
Public-Others	Postal Ballot (E-Voting)					892,91,744	12	65.61	100.0000	0.0000
	Postal Ballot (Physical)	1360,94,319			1,20,502	1,20,351	151	0.09	99.8747	0.1253
	Total	1360,94,319			894,12,258	894,12,095	163	65.70	99.9998	0.0002
<b>Grand Total</b>		<b>12578,05,086</b>			<b>11113,88,595</b>	<b>11113,88,432</b>	<b>163</b>	<b>88.36</b>	<b>100.0000</b>	<b>0.0000</b>

# AGARWAL S. & ASSOCIATES COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

### [POSTAL BALLOT]

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman & Managing Director  
GAIL (India) Limited,  
16, Bhikaiji Cama Place,  
R.K. Puram,  
New Delhi – 110066

Reg.: Physical Postal Ballot and E-voting Results regarding Issue of Bonus Shares by way of Capitalisation of Reserves

Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at 119&127, Vardhman Star Citi Mall, Sector-7, Dwarka, New Delhi-110075 had been appointed as the Scrutinizer by the Board of Directors of GAIL (India) Limited (the Company) having its registered office at 16, Bhikaiji Cama Place, R.K. Puram, New Delhi- 110066 vide resolution dated 25<sup>th</sup> January, 2017, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of Companies Act 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, to conduct the Postal Ballot process in respect of the following resolution mentioned in the Postal Ballot Notice dated 27<sup>th</sup> January, 2017:

Resolution Number	Type of Resolution	For
1.	Ordinary Resolution	Issue of Bonus Shares by way of Capitalisation of Reserves

We submit our report as under:

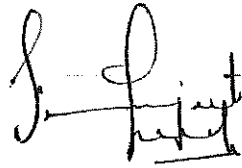
1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) The Companies Act, 2013 and Rules made thereunder; and (ii) the Listing Agreement with the Stock Exchanges read with SEBI LODR Regulations, 2015, relating to postal ballot voting including voting by electronic means. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes casted by the members on the resolutions contained in the above mentioned Notice, based on the reports generated from Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.



2. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply inland letters on Friday, 03<sup>rd</sup> February, 2017 to its Members whose name(s) appears in the Register of Members / List of beneficial owners received from NSDL/CDSL as on Friday, 27<sup>th</sup> January, 2017.
3. The Members of the Company had an option to vote either through the physical postal ballot form or through the e-voting facility. Members opting for e-voting facility, casted their votes on the designated website [www.evotingindia.com](http://www.evotingindia.com) via CDSL.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in The Times of India and Navbharat Times (English & Hindi newspaper) on Friday, 03<sup>rd</sup> February, 2017, informing about the completion of dispatch/electronic transmission of postal ballot notices, to the Members along with other related matters mentioned therein.
5. To our information, there were 1090 business reply inland letters & emails returned undelivered.
6. The e-voting period commenced on Friday, 3<sup>rd</sup> February, 2017 at 09:00 A.M. (IST) and ended on Saturday, 04<sup>th</sup> March, 2017 at 05:00 P.M. All physical postal ballot forms and e-votes received up to 05:00 P.M. (IST) on Saturday, 04<sup>th</sup> March, 2017, the last date and time fixed by the Company for receipt of the forms/e-votes were considered and none of the business reply inland letters containing postal ballot forms/e-votes received after 05:00 P.M. (IST) on Saturday, 04<sup>th</sup> March, 2017 were considered for the purpose of this Report.
7. We did not find any defaced or mutilated ballot papers, as received from the Registrar & Transfer Agent of the Company.
8. The voting pattern was unblocked by us on Saturday, 04<sup>th</sup> March, 2017 in the presence of Ms. Karishma Singh and Mr. Simarjeet Singh, who are not in employment of the Company.



Ms. Karishma Singh



Mr. Simarjeet Singh

9. There were only 1852 (One Thousand Eight Hundred and Fifty Two) members who have voted through remote e-voting as well as physical postal ballot.
10. The physical ballot forms received and votes cast through e-voting were matched with the Register of Members/ List of beneficial owners of the Company as on Friday, 27<sup>th</sup> January, 2017.



11. The votes cast through physical ballot forms received and e-voting were scrutinized by me for verification of votes cast in favour and against the resolution.

12. The total paid up Equity Share Capital of the Company as on Friday, 27<sup>th</sup> January, 2017 was Rs. 12,68,47,74,000/- (Rupees One Thousand Two Hundred Sixty Eight Crores Forty Seven Lacs Seventy Four Thousand Only) divided into 1,26,84,77,400 (One Hundred Twenty Six Crore Eighty Four Lac Seventy Seven Thousand Four Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each.

13. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.

14. The details of voting are as under:

**a) VOTING THROUGH ELECTRONIC MODE:**

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	761	419579685	4195796850	33.077
b1) Less: Invalid votes	2	29097	290970	0.002
b2) Less : Partially Votes	-	2591034	25910340	0.204
c) Net Valid votes casted(a- b1-b2)	759	416959554	4169595540	32.871
d) Votes with assent for the Resolution*	757	416959542	4169595420	32.871
e) Votes with dissent for the Resolution*	2	12	120	0.000

\* Voted partially Assent/Dissent: 6

**b) VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital
a) Total votes received	1090	694433669	6944336690	54.745
b1) Less: Invalid votes	9	1494	14940	0.000
b2) Less : Partially votes		3134	31340	0.000
c) Net Valid votes casted(a- b1-b2)	1081	694429041	6944290410	54.745
d) Votes with assent for the Resolution*	1077	694428890	6944288900	54.745
e) Votes with dissent for the Resolution*	4	151	1510	0.000

\* Voted partially Assent/Dissent: 25



15. The consolidated summary of valid votes (voting through physical postal ballot and e-voting) is given below:

**RESOLUTION NO. 1:- ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES**

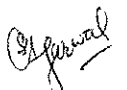
Particulars	No. of Share Holders Voted	No. of Equity Shares held	Paid-up value of the Equity Shares (Rs.)	% of total Paid-up Equity Capital	% of assent/dissent of total valid votes polled
Total Valid Votes	1840	1111388595	11113885950	87.616	-
Votes with assent for the Resolution*	1834	1111388432	11113884320	87.616	100
Votes with dissent for the Resolution*	6	163	1630	0.000	0

\* Voted partially Assent/Dissent: 31

16. Accordingly, the ordinary resolution as set out in the postal ballot notice has been approved by the shareholders of the Company with requisite majority, as per results stated above. You may accordingly, declare the result of the voting by Postal Ballot.

Yours Faithfully,


For Agarwal S. & Associates,  
Company Secretaries

  
(Sachin Agarwal)  
Partner  
FCS: 5774  
COP: 5910



Date: 06.03.2017  
Place: New Delhi

  
A. K. JHA  
Company Secretary  
GAIL (India) Limited  
16, Bhikaiji Cama Place  
New Delhi-110 066

  
डॉ. आशुतोष कर्नाटक  
Dr. ASHUTOSH KARNATAK  
निदेशक (परियोजना)/Director (Projects)  
गेल (इंडिया) लिमिटेड/GAIL (India) Ltd.  
गेल भवन 16, भीकाजी कामा प्लेस, नई दिल्ली-110 066  
GAIL Bhawan, 16, Bhikaiji Cama Place, New Delhi-110 066